

MAY 13 2004

SEC 1972 Potential persons who are to respond to the collection of information (6-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix | Serial
DATE RECEIVED

1276184

MAY 17 2004

PROCESSED

THOMS	PH JAI
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)	
The Perennial Growth Fund L.P.	
	
Filling Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] UL apply):	ÓΕ
Type of Filing: [] New Filing [X] Amendment	
A. BASIC IDENTIFICATION DATA	indra volge
1 Enter the information requested should the lessuer	No.

Address of Executive Offic Number (Including Area C 10 East 53 rd Street, New Y		Telephone
	ness Operations (Number and Street, City, State, Zip Co ode) (if different from Executive Offices)	da) Telephone
Brief Description of Busine Investment Partnership	9\$\$	
Type of Business Organiz	ation	Hall - B - A - B - B - B - B - B - B - B - B
[] corporation	[X] limited partnership, already formed []	other (please specify):
[] business trust	[] limited partnership, to be formed	
www.hight.gitta.iittimaaaaaaaaaaaaaaaaaaaaaaaaaaaaa	Month Year	AND THE RESIDENCE OF THE PROPERTY OF THE PROPE
Actual or Estimated Date for []:	of Incorporation or Organization [12] [03] [X] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service a CN for Canada; FN for other foreign jurisd	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was malled by United States registered or certified mall to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form, Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the Issuer, if the Issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	() Executive Officer	[] Director [X]	General and/o Managing Partner
Full Name (Last nam Optima Group Holdir)	(Pappapapananana, Juli Sili Sil Sila Sila Sila Pappanan Pappanan Sila Sila Sila Sila Sila Sila Sila Sila	()))())())()))())())())())())()()()()(
Business or Residen 10 East 53 rd Street N			City, State, Zip Co.	de)	and a star per a language of the star star star star star star star star
Check Box(es) that Apply:	[] Promoter [X	.] Beneficial Owner	[] Exaculive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam The Optima Multi-Se)	gargamanyanganamananka Abdolici be VI del Mille Millergererererengangala 1992 b	er agen ar ar an emperer d'autre pois de la président mémbreure	
Business or Residen 10 East 53 rd Street N	ce Address (Numb lew York, N.Y., 10	per and Street, 022	City, State, Zip Cor	de)	·
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam Tarry Allen Kramer	e first, if individual)	ALIA DIBANA	yyahin Cobbin Madalan kanan basan Mayani yeni	()

Chack Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director (] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	annilde och 4 the 164 marrier unter yride 4 \$34 (\$54) det marrier	and the Benefit Phase	44000
Business or Residen	ce Address (Number and Street	, City, State, Zip Co.	də)	in the court of the state of th
Chack Box(es) that Apply:	[] Pramoter [] Beneficial Owner	[] Executive Officer	[] Director [j General and/or Managing Partner
Full Name (Last nam	e first, If individual)	(XA di sebesaran peri 2 4 4 4 5 5 4 1614), 1 ₂ galam sebesaran 1800, 1904	The state of the s	eriumund (Mi ŞAABARABA Bişayıktyrunta yeri (') ş
Business or Resident	ce Address (Number and Street	, City, State, Zip Co	rene energhadische til hijtelik en leinen en en en en 16)	elle de la 1818 e la 1818 e que de la grante la grante la grante la grante de la grante de la grante de la gra
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	() Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if Individual)	الا <u>الله فواني و سن</u> ه بلطنتها الله الأمام ب _{ر م} يين سنت		entirity plates () the spiller entires and appropriate serves, in
Business or Resident	ce Address (Number and Street	, City, State, Zip Coo	de)	r - Anglish - Anna an
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, If Individual)	1314-1214	1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	муфу ф 40° ф1 Миниафа для в сентрогос тично
Business or Residence	ce Address (Number and Street	, City, State, Zip Coo	16)	mm y mys populating - info p p pp ned proprietal(1) 5 k.g ps, pr n
Check Box(es) that Apply:	Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	ə first, if individual)	## The same of th		
Business or Resident	ce Address (Number and Sireet	City, State, Zip Coo	de)	and the last of the second
\$411500000000000000000000000000000000000	үрдэг байлаж түүн дайн дэг үр хүн хүр уу	- 1 - 177 - And 201 - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996) - 1986 (1996)	1900 Edg (MATERIAL TO THE RESERVE OF THE SERVE OF THE
	B. INFORMATION	about offering		

^{1.} Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this

offerir	ıg?							** ==:				[] [X]
→ 38/6-	nt in tha	ر معالمانه						_	nder UL(ddual2			\$250, 000
									ridual?		*******	Yes No
		T .	•		•	_						[X][]
or Indi with s a brok broke	irectly, a ales of s er or de r or dea	iny com securitie saler reg ler. If mo	mission is in the distered ore than	or simil: offering with the five (5)	ar remur . If a per SEC an persons	neration son to be d/or with to be lis	for solicit e listed is a state ated are a	tation of s s an asso or states associate	purchase	ers in co erson o name o ns of su		
Full N	ame (La	st name	e first, if				- Anno construction and 5 ()	· 本人(《他人學》》即1955年44。	Hill Strategies of Mary 1	g in belonenia ama		н болголтов _а н ут _а гг ч <u>андагу^н () о</u> м
Busin	ess or R			ss (Nur	nber and	Street,	City, Sta	ite, Zip C	ode)			
Name	of Asso		Broker o			After makementenen sembi bem	- Contract - Contract	ARTHUR BERTHAR	erainaum (m. 6. p. m ¹⁰) papida (MINISTRUM W. MAY 44 P.	***************************************	Antigot I and the substitute representative Assessment
States	in Whi	ch Pers	on Lister	Has S	dicited o	r Intend	s to Solid	ait Purch	25 6 r8	<u> </u>		4
(Chec	k "All	States"	or chec	k indiv	idual S	tates)	**********	**1		[]	x] aii s	tates
[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	(DE)	(DC)	[FL]	[GA]		[[[]]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	(MN)		[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[0H]	[OK]	, ,	(PA)
[RI]	(SC)	[SD]	[MT]	[XX]	[דע]	[(\T]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ist name	e firat, if	individu	al)						A. Muco	
Busin	ess or R	lesidend	e Addre	ss (Nun		l Street.		te, Zip C	ode)			
Name	of Asso	ciated 6	Broker o	r Dealer								<u>.</u>
								it Purch	asers			
•						= .				[] All Sta	
[AL]	[AK]	[AZ]	[AR]	[CA]	[00]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
							[OM]	_	[Mi]	[MM]		[MO]
[MT] [Ri]	[NE]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[YM] [TV]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK]	(OR) (WY)	[PA] [PR]
- Printerior State	***************************************	- L- - - - - - - - - - 		w. 	Transportation and the second	46 45844 44 4444		i	r			[, , , ,]
			e first, if		, 	Chan		to Zin O	·	1011 April 100 100 100 100 100 100 100 100 100 10	and the state of t	
**********	*·					l aheer	City, dia	te, Zip C	uue)	معمرة دمنا لبعروزونون	an anatan an yayaya	, _ 14
Name	of Asso	ciated E	Broker o	Dealer		nen oraș (e) (7 () des monero		namen anaponano, ajbi)-Asi	. was see any of a	ومعدد العدامية إضار		
							s to Solid	it Purcha	39BF\$	ſ] A]] S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	(DC)	(FL)	[GA]		[ID]
[/L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	• •	[MO]
(MT)	(NE)	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]		[PA]
ıen	ISCI	ISDI	ITNI1	[TY]	0.171	N/TI	DAAI	נאואת	לאנאלו	DAM	DAYYI	ומפו

(Use blank sheet, or copy and use additional copies of this	s shoot, as neces	sary.)
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF PRO	OCEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero. If the transaction is an exchange offering, check this box " and indicate if the columns below the amounts of the securities offered for exchange and already exchanged.	11	and the second s
Type of Security	Aggregate Offering Price	Amount Already Sold
Deb)	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	5
Partnership Interests	\$11,707,244	\$11,707,244
Other (Specify).	\$	\$
Total	\$11,707,244	\$11,707,244
persons who have purchased securities and the aggregate dollar amour of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	11	
Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases
	<u>16</u>	\$11,707,244
Non-accredited Investors	0	\$
Total (for filings under Rule 504 only)		_\$
Answer also in Appendix, Column 4, if filling under ULOE. 3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Total		- D

give is no	ly to organization expenses of the issuer. The information may be n as subject to future contingencies. If the amount of an expenditure of known, furnish an estimate and check the box to the left of the mate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$15,000
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$15,000
Que diffe 5. In or pi purp estir	Inter the difference between the aggregate offering price given in response to stion 1 and total expenses furnished in response to Part C - Question 4.a. The rence is the "adjusted gross proceeds to the issuer."		\$11,682,244
		Payments Officers, Directors, Affiliates	Payments
	Salaries and fees	\$	\$
	Purchase of real estate	æ	
	Purchase, rental or leasing and installation of machinery and equipment	\$	\$
	Construction or leasing of plant buildings and facilities	S	S
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	s
	Repayment of indebtedness	\$	S
	Working capital	S	\$
	Other (specify): Investment in accordance with Offering Memorandum	4	\$11,692,244
	Column Totals	\$	\$11,B92,244
	Total Payments Listed (column totals added)	\$11	692 244

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

		· · · · · · · · · · · · · · · · · · ·
Issuer (Print or Type)	Signature ///	Date
The Perennial Growth Fund L.P.	(5/13/04
	Title of Signer (Print or Type) Chief Financial Officer	The second of th
Geoffrey M. Lewis		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No [] [X]

- See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULQE) of the state in which this notice is filled and understands that the Issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
The Perennial Growth Fund L.P.	5/13/04
Name of Signer (Print or Type)	Title (Print or Type) Chief Financial Officer
Geoffrey M. Lewis	gargangan and data data, is pagamand a high philips and make a " in high my garmanania, 2 As data la high philips and a street

instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	Intend to sell to non- accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of security and aggregate offering price Type of investor and amount purchased in State		Disqualtunder under uLC (if yes, explana waiver g (Part E-	State DE attach ation of ranted)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL	/ 420000		man an ang akal di kerikuan met dipengan mangalah di selah da			(1)1 T E F		بده سورد و د وهمد ه ≡ د د د	<u> </u>
AK	on and the second second second		g 4 g derektisk sak () sener PPPPPPPPppkidagsags; s	The second section is a second section of the second section in the second section is a section of the second section in the second section is a section of the second section in the second section is a section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the secti	en som miljage sterijenijanie iz istrakolimistika	n nagy - a c m come action surrogens in the table	National Control	******	
AZ			oni a anche i i i i i i i i i i i i i i i i i i i		or requirement to the formula to	The state of the s			
AR	rante termina green	 	Contraction & F. S. Section of the Symptomic and F.	}	Property Construction (1980) 15	rannings and Byr whomas as pyron in the E.S.		. (pr 10.000 or	
CA	Managangan 14 or consultation	; ; ;		J		s has marting an in the second of the second of the second			
CO	,		, y which is a graph of the the substitution of the construction of the substitution o	il F d'anna magaig e e t t t t t t d'anna a	and the second section of the sectio	and the second s			
CT	-,- -, ,	'	Partnership) 	produce a consequence and to the	hter sides som 1971 i som y mom nig i f. f. 6578/1988/1988			
DE		Х	Interest	1	\$1,000,000	amping the state of the second	wj.,	. د. د	X
DC			anni degaren de arresta de la compansión d La compansión de la compa			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	 		
FL	na arang arang mengangkan arang me	X	Partnership Interest	1	\$6,713	у ү гү жилими тту атымы <mark>ы, 1</mark> («таны		W (m dauge of a second of a second	X
GA		} }) appropries a popular (1 to through particle recommendation)	De a mil monager: han hiddening and	amping between american	anna mia, qishiy same saylo qin bilatishi		and the second of the second	
HI	1 0000 0 00 W 0 W 1 * 0000		many			greenwa kaj romos sea kaj 7 dininge e	ļ	***** * * * ******	
ID	ودوهر الرياد المراسات الماليات		Partnership Interest		\$250,000	d a maa allingrooms of order than the total order of the Part of the			X
	· · · · · · · · · · · · · · · · · · ·		oran a digh ¹⁵ . Jib Bar et hisheld, germannskriver, som a sæmm			erre mane i propi se mba m magyrrogyvena be e nel milite			
IN		* in months # 1 (%)	er und des er einstellen gestimbt die 1 Gebeutstellen de 186 -	to annual to the second con-	*	otračni on paletracino, n. n. je diš 100 g. e vina na	 	2 1 50 1 780 200 DAY 154	
IA			Aug. – te mittum gra atlamagetumma ti k ommuni sassassassassassas	And Assembly as in Procession		The state of the property of t	ļ	• max +,	}
KS	,		, , , , , , , , , , , , , , , , , , ,	. , o en remains a chi, il terrent et a	, ,	(wigner in a power south), Hillian is a great grown on the		Mana kati a tirangga a	
KY	*!#*# ##.#*,		the same of the control of the contr				<u>.</u>		
LA ME			garala, kin marragat temperingangan	<u> </u>	, * **************** , , , ,) 14	For the St. Light Common or a SER To Company and		,,	<u> </u>
MD	all are processes and all of a first of the		ا بيقاد ۾ جو اوست وينائيسنده پيسوس بيهو پيورد ۽ بجواراد ۾ باهي ۾	,		c a annihiment from monetic († 1915 v. 1842)			
MA	, , · · · · · · · · · · · · · · · · · ·		p & p (g) , and the first and a second secon	Constitution of the second	: 	the second type —— with Management is also		er en man aus Phone et et e e	j
MI	**************************************		ريد هنده (۱۸ مال مال مال مال مورود المورود و المورود المورود المورود المورود المورود المورود المورود المورود ا		A BE C SECOND TO THE TOTAL THE	. aura y 1, P. mardin a 1, a 1	A	nder a Military in the second of the	
MN	. B Ball H T T T T T T T T T		noon и лугу в потом шишку, ууса ресуштеге гору с а	A. (1984) (1984) (1984) (1984) (1984)		पर्वकत्ति स्रोडण्ड पुरस्तापुरस्यस्यः । सः स्वतिस्थानस्यक्तिः ॥ १४ । १४०	19	olom i Tibuqui ya a uni unir ir	
MS	125 e ma ma n y (e 14	والمراز والمرافقة والمستحدين والمراقبة والمرافقة والمراف	ļ	** * 1 0'1 /2 · ***** *** *	rapio a. i. y familiar, a.c. i kinosovy 500			\$ 1.5% pre-se - see 14. 2.78
MO	***********		Harring (1854 Miles a 1854 d'Ayus Maria nnia ASS M ach ille			JAI go kama i sui L P (Prima constantinger	7.	## ******	

MT		grand the second of the second		A MARKET CONTRACTOR CO		
NE		(Parameter			
NV						
NH		A SAME AND A SAME AS A SAME A SAME AS A SAME A SA	-12/4/4/2/2/-			
NJ)			ì	
NM	x	Parinership Interesi	2	\$1,194,907		x
NY	х	Partnership Interest	9	\$8,632,467		×
NC		the of the same of		H 100 Au H 130 A		
ND					Pingers of Assessment of the second	m, ohnung
ОН	}					,
OK				The second second		
OR						
PA						
RI						
SC			**************************************		and the objective of the second of the secon	
SD						
TN	!					}
TX	×	Partnership Interest	2	\$618,157		x
UT			, page 7 January			
VΤ		- Transact States of the same				i
VA	}				j	
WA	}			į .		
WV]					
WI					1 4 0 7 1 1 3 mg ar 2 mg ar 1 4 0 Mg M	
WY		Number of the second			I I I I I I I I I I I I I I I I I I I	
PR			1) Blancon and American			